

2023 Corporate Governance Statement

GenusPlus Group Ltd (**Genus** or **Company**) is committed to adhering to the recommendations set by the ASX Corporate Governance Council in the fourth edition of its Corporate Governance Principles and Recommendations (**ASX Recommendations**). This commitment reflects Genus' dedication to conducting its business with the utmost responsibility and integrity and fulfilling its obligations and responsibilities to all stakeholders, and underpins its corporate governance practices. These practices are designed to enhance sustainable long-term performance and create value for all stakeholders.

Throughout the reporting period concluding on 30 June 2023, the Board of Directors are confident that the Company's governance arrangements consistently aligned with the ASX Recommendations. The contents of this Statement comply with the requirements of the ASX Recommendations and have been duly approved by the Board of Directors.

This Statement provides an overview of Genus' key governance principles and practices, which undergo regular reviews and updates to stay aligned with changes in the law and advancements in corporate governance. For more detailed information about our corporate governance policies, including Board and Committee Charters, please visit the "Corporate Governance" section on our website: www.genus.com.au/who-we-are/corporate-governance.

Principle 1: Lay solid foundations for management and oversight

A listed entity should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.

Recommendation 1.1: *A listed entity should have and disclose a board charter setting out:*

- (a) the respective roles and responsibilities of its board and management; and*
- (b) those matters expressly reserved to the board and those delegated to management.*

Genus' Board Charter (**Charter**) outlines the principles governing the Board's operations, as well as defining its functions and those delegated to the Company's management. The Charter delineates the specific responsibilities and functions vested in the Board. For certain matters, the Board has the option to delegate consideration to a committee created explicitly for that purpose. Paragraph 5 of the Board Charter outlines the responsibilities assigned to the Chairman, Managing Director, management, and the company secretary.

The Board Charter is made publicly available and can be accessed on the Company's website.

Recommendation 1.2: *A listed entity should:*

- (a) undertake appropriate checks before appointing a director or senior executive or putting someone forward for election as a director; and*
- (b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.*

The Remuneration and Nomination Committee (**RNC**) assists the Board with fulfilling its responsibilities regarding the recruitment of Directors and Senior Management. This includes conducting appropriate checks on potential appointees, such as assessing their character, experience, education, criminal record, and bankruptcy history before making any appointments. Additionally, the RNC ensures that

the Company enters into written agreements detailing the appointment terms with the appointed individuals.

The RNC is responsible for evaluating and recommending to the Board the process of identifying and selecting candidates for Director appointments, and it ensures that all relevant material information required for a decision on electing or re-electing a director is communicated to the security holders in the notice of the meeting containing a resolution relating to a Director's appointment.

To effectively manage succession planning, the Board, assisted by the RNC, regularly reviews the size, composition, diversity, and overall effectiveness of the Board. This review includes assessing the existing competencies and the desired mix of skills across Board members using the Board Skills Matrix referenced in Recommendation 2.2. The RNC considers a diverse range of backgrounds and experiences among the Board members to achieve overall Board balance.

Except for the Managing Director, the appointment or reappointment of Directors by the Board is subject to election by the Company shareholders at the Annual General Meeting (**AGM**) in accordance with the Company's constitution.

The Company provides to shareholders in the explanatory notes accompanying the relevant notice of meeting all material information in its possession relevant to a decision on whether or not to elect or re-elect the Director standing for election or re-election. This information includes:

- confirmation that the Company has conducted appropriate checks into the candidate's background and experience and if those checks have revealed any information of concern, that information;
- biographical details, including skills, experience, competencies and qualifications and information sufficient to enable an assessment of the independence of the candidate;
- a statement by the Board as to whether it supports the nomination of the proposed candidate(s) and a summary of the reasons why;
- details of relationships between: i. the candidate and the Company; and ii. the candidate and Directors of the Company;
- directorships held;
- particulars of other positions which involve significant time commitments;
- any interests, positions, associations or relationships that might influence, or reasonably be perceived to influence, in a material respect that candidate's capacity to bring independent judgement on matters before the Board;
- the term of office currently served by any director subject to re-election; and
- any other particulars required by law.

Recommendation 1.3: *A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.*

The Company ensures a formal and transparent process for the appointment of Non-Executive Directors and senior executives. All Non-Executive Directors have signed a formal letter of appointment, which clearly outlines the key terms and conditions of their appointment. This letter includes details about their duties, rights, responsibilities, the expected time commitment, and the Board's expectations regarding their involvement in committee work.

Likewise, all senior executives have signed an employment contract, which lays out the specific terms of their appointment. This contract covers various aspects of their employment, ensuring clarity and alignment between the Company and its senior executives.

***Recommendation 1.4:** The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.*

Under paragraph 5.4 of the Board Charter, the company secretary holds direct accountability to the Board, with a reporting line to the Chair. This responsibility encompasses all aspects related to the efficient and effective functioning of the Board, with specific tasks allocated to the company secretary as set out in paragraph 5.4 of the Board Charter.

***Recommendation 1.5:** A listed entity should:*

- (a) have and disclose a diversity policy;*
- (b) through its board or a committee of the board set measurable objectives for achieving gender diversity in the composition of its board, senior executives and workforce generally; and*
- (c) disclose in relation to each reporting period:*
 - (1) the measurable objectives set for that period to achieve gender diversity;*
 - (2) the entity's progress toward achieving those objectives; and*
 - (3) either:*
 - (A) the respective proportions of men and women on the board, in senior executive positions and across the whole workforce (including how the entity has defined "senior executive" for these purposes); or*
 - (B) if the entity is a "relevant employer" under the Workplace Gender Equality Act, the entity's most recent "Gender Equality Indicators", as defined in and published under that Act.*

If the entity was in the S&P/ASX 300 Index at the commencement of the reporting period, the measurable objective for achieving gender diversity in the composition of its board should be to have not less than 30% of its directors of each gender within a specified period.

Genus acknowledges and values the importance of having a diverse workforce, and the company strives to create an inclusive workplace environment where people from various backgrounds, experiences, and perspectives are embraced and leveraged. To uphold this commitment, the Company has a Diversity Policy accessible on the Company's website. Pursuant to paragraph 3 of this policy, the Board assumes responsibility for setting and reporting against measurable diversity targets, including those related to gender diversity.

The specific measurable objectives established by the Board to promote gender diversity are as follows:

1. Increase the percentage of women in senior executive and management positions to 15% by 30 June 2024, subject to the availability of suitably qualified candidates.
2. Foster awareness within the Company about the significance of diversity and inclusion by including the Policy for mandatory review by all new joiners during the onboarding process. The Policy is also available on our intranet, GenConnect and can be circulated proactively as required.
3. Review and monitor working conditions and pay parity across the organisation as part of our Annual Remuneration Review. Our EA (blue collar) employees are also paid based on job role designation ie: not gender, ethnicity or any other classification.
4. Implement recruiting processes that attract a diverse pool of talent based on merit by ensuring that all job ads specify recruitment practices encouraging diversity, equity and inclusion.

5. Regularly analyse the ratio of women to men in the workforce by providing an End of Month Report to the Senior Leadership team containing a detailed breakdown of gender diversity across the Group.

The Board continues to work actively toward achieving these objectives and actively cultivates a workplace environment and recruitment policies aimed at enhancing female participation in the company's workforce. Genus' diversity policy goes beyond professional skills and competencies, encompassing aspects such as gender, marital or family status, sexual orientation, gender identity, age, disabilities, religious beliefs, cultural backgrounds, socio-economic backgrounds, perspectives, and experiences.

Recognising the historical male dominance in the infrastructure construction industry's operational sectors, Genus is mindful of the limited pool of female candidates with suitable skills and experience in certain instances. The Company experiences a male dominance on the field in which a significant majority of its employees are employed, however women are more prominent in roles in its head office and offices across Australia.

The respective proportions of men and women on the Board, in senior management positions, and across the whole organisation are detailed in the following table. For the purposes of this data, "Senior Executive" refers to Key Management Employees, and "Management" includes Senior Executives, General Managers, and other members holding management positions.

	FY22 Actual	FY23 Actual
Female Board Members	0%	0%
Female Senior Executives	30%	18%
Female Management	11%	13%
Females in whole Organisation	15%	15%

Genus is enrolled as a reporting organisation with the Workplace Gender Equality Agency which requires Genus to report annually under the *Workplace Gender Equality Act (WGEA) 2012*. This information contributes to the Agency's leading dataset on gender equality. Genus' first report will be submitted in April 2024 and posted on Genus' website.

Recommendation 1.6: *A listed entity should:*

- (a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and*
- (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.*

Paragraph 6 of the Board Charter, which can be accessed on the Company's website, outlines the process for conducting periodic reviews of the Board's and the individual directors' performance. Additionally, paragraph 9 of the Remuneration and Nomination Committee Charter and paragraph 11 of the Audit and Risk Committee Charter, both available on the Company's website, describe the processes for reviewing the performance of these committees.

The RNC, in accordance with its Charter, is responsible for developing and implementing evaluation processes for the Board, its committees, and individual Directors. The Board's annual evaluation includes an assessment of each Committee's performance against their respective Charters, identifying areas for potential improvements.

In the 2023 financial year, the Board conducted a comprehensive Board and Committee evaluation process, with all the Directors participating and providing feedback.

Recommendation 1.7: *A listed entity should:*

- (a) have and disclose a process for evaluating the performance of its senior executives at least once every reporting period; and*
- (b) disclose for each reporting period whether a performance evaluation has been undertaken in accordance with that process during or in respect of that period.*

The Board ensures that the performance of the Managing Director is reviewed at least annually. The performance of senior executives are conducted on an annual basis by the Managing Director.

In the 2023 financial year, the Board carried out a performance evaluation of the Managing Director, and the Managing Director conducted performance reviews of the senior executives.

Principle 2: Structure the board to add value

A listed entity should have a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

Recommendation 2.1: *The board of a listed entity should:*

- (a) have a nomination committee which:*
 - (1) has at least three members, a majority of whom are independent directors; and*
 - (2) is chaired by an independent director, and disclose:*
 - (3) the charter of the committee;*
 - (4) the members of the committee; and*
 - (5) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.*

The Company has a Remuneration and Nomination Committee whose charter (**RNC Charter**), which is available on the Company's website, sets out the duties and responsibilities of the Committee. Paragraph 2 of the RNC Charter requires that, to the extent practicable given the size and composition of the Board from time to time, the RNC should comprise a minimum of three members, a majority of whom are independent directors and be chaired by an independent director. The current members of the RNC are Mr José Martins (Chair) who is an independent director, Mr Paul Gavazzi who is an independent director, and Mr David Riches, the Managing Director. At the end of each reporting period the Company discloses in its annual report, the number of times the RNC met throughout the period and the individual attendances of the members at those meetings.

Recommendation 2.2: *A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.*

The relevant skills, experience, and expertise held by each of the Company's Directors are detailed in the 2023 Annual Report.




The mix of skills and experience required by the Board and its Committees to align with the Company's strategic objectives is set out in the Board Skills Matrix summarised below.

The Nomination Committee assists the Board in regularly reviewing the qualifications, skills, competencies, experience, independence, and diversity represented on the Board and its Committees, and to identify whether training or development is needed, or a change to the Board structure, size or operation is recommended.

SKILLS MATRIX

Skills / Competency

Management & Leadership	
Leadership - Experience in a senior management position in a listed company, large or complex organisation or government body. Analyse issues and contribute at board level to solutions.	Expert
Executive Management - Experience in evaluating performance of senior management, and oversee strategic human capital planning.	Substantial
Negotiation - Possess excellent negotiation skills, with the ability to drive stakeholder support for board decisions.	Expert
Strategy & Policy	
Strategy - Skills in developing and implementing successful business strategy, including appropriately overseeing management on the delivery of agreed strategic planning objectives, including acquisitions and international expansion.	Substantial
Policy Development - Ability to identify key issues for the organisation and develop appropriate policy parameters within which the organization should operate.	Familiar
Crisis Management - Ability to constructively manage crisis, provide leadership around solutions and contribute to communications strategy with stakeholders.	Substantial
Risk & Compliance	
Operational Risk and Compliance - Identify key risks to the organisation related to each key area of operations.	Substantial
Legal Risk and Compliance - Ability to monitor risk and compliance and knowledge of legal and regulatory requirements.	Familiar
Financial & Audit - Experience in accounting and finance to analyse statements, assess financial viability, contribute to financial planning, oversee budgets and oversee funding arrangements.	Substantial
Technology - Knowledge of IT governance and systems including privacy, data management and security.	Familiar
Health, Safety and Environmental Management - Experience related to workplace health and safety, environmental and social responsibility, and community.	Substantial
Corporate Governance - Experience in, and commitment to, the highest standards of corporate governance, including experience as a director or senior management in a listed company or large organisation.	Substantial
Relevant Industry Experience - Experience and knowledge with respect to the industry in which the Company operates.	Substantial
Culture & Remuneration Management - Relevant experience in overseeing workplace culture, people management, development and succession planning, and in relation to remuneration setting including incentive programs.	Substantial

-  Expert – substantial career experience in senior executive, director or professional roles
-  Substantial – considerable experience at director management or professional levels
-  Familiar – Some knowledge and can participate in discussion.

The Board believes that the current blend of skills on the Board is appropriate considering the stage of the Company's business, and the Board considers that the Directors collectively bring an appropriate range of skills, knowledge and experience to direct the Company.

Recommendation 2.3: *A listed entity should disclose:*

- (a) *the names of the directors considered by the board to be independent directors;*
- (b) *if a director has an interest, position, association or relationship of the type described in Box 2.3 (Factors relevant to assessing the independence of a director) but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and*
- (c) *the length of service of each director*

In accordance with the Company's Board Charter, directors are required to disclose their interests, positions, associations or relationships, and the independence of the directors is regularly assessed by the Board in light of such disclosures. The Board does not consider that any of the current independent directors has an interest, position, association or relationship which in the opinion of the Board would compromise the independence of a director. The Directors in office as at the date of this Corporate Governance Statement have served continuously since their respective dates of appointment which are as follows:

NAME	ROLE	INDEPENDENT	LENGTH OF SERVICE
Paul Gavazzi	Director	Yes	27 November 2017 – present ~5 years 10 months
Simon High	Director	Yes	23 October 2017 – present ~5 years 11 months
José Martins	Director	Yes	3 January 2018 – present ~5 years 9 months
David Riches	Managing Director	No	6 July 2017 – present ~6 years 3 months

Recommendation 2.4: *A majority of the board of a listed entity should be independent directors.*

As set out above, the majority of the Company's Board consists of independent directors.

Recommendation 2.5: *The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.*

The Chair of the Board is Mr Simon High, who has been assessed by the Company's Board to be an independent non-executive director.

Recommendation 2.6: *A listed entity should have a program for inducting new directors and for periodically reviewing whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge needed to perform their role as directors effectively.*

The RNC is responsible for reviewing the Company's induction program for new Directors and ensuring that continuing Directors are provided with suitable opportunities to enhance and maintain the skills and knowledge required for their roles.

Induction training is provided to all new Directors at Genus. This includes meetings with the MD, key executives, and management, details of Genus’s policies and strategic plans, and opportunities to visit Genus’ operations to enable new directors to gain an understanding of:

- the Company’s financial, strategic, operational and risk management position;
- the rights, duties, and responsibilities of the directors;
- the roles and responsibilities of senior executives; and
- the role of board committees,

with the primary aim of the induction program being to equip new Directors with the necessary information so that they can actively and fully participate in the Company's decision-making processes right from the start.

All Directors are expected to maintain the skills required to discharge their obligations to the Company. Directors are encouraged to undertake continuing professional education and provision for this is made in Directors’ letters of appointment.

By emphasising induction training and ongoing professional development, Genus ensures that its directors are well-equipped to contribute effectively to the Company's success and navigate the evolving business landscape.

Principle 3: Instil a culture of acting lawfully, ethically, and responsibly.

A listed entity should instil and continually reinforce a culture across the organisation of acting lawfully, ethically, and responsibly.

Recommendation 3.1: A listed entity should articulate and disclose its values.

The Company’s discloses its values, vision and mission on its website, which apply to all Directors and employees of the Company.

Genus’ values are:

 INNOVATION	 MATESHIP	 SAFETY	 INTEGRITY	 COLLABORATION
<p>We strive to learn, improve and seek out solutions that create value.</p>	<p>We look out for each other and treat one another equally and with respect.</p>	<p>We embody "Think Safe. Work Safe. Home Safe."</p>	<p>We are honest, transparent and we do what we say we will do.</p>	<p>We believe in the power of working together to achieve success.</p>

Recommendation 3.2: A listed entity should:

- (a) *Have and disclose a code of conduct for its directors, senior executives and employees; and*
- (b) *Ensure that the board or a committee of the board is informed of any material breaches of that code.*

Genus has a Code of Conduct that extends to various stakeholders, including directors, senior executives, and employees. This Code of Conduct sets out the minimum expectations the Company requires in relation to the conduct of its stakeholders with the upholding of high ethical standards, promotion of integrity, and alignment with Genus’ core values. Any material breaches of the Code of Conduct are reported to the Board, ensuring transparency and accountability.

Recommendation 3.3: *A listed entity should:*

- (a) *Have and disclose a whistleblower policy; and*
- (b) *Ensure that the board or a committee of the board is informed of any material incidents reported under that policy.*

Genus has a Whistleblower Policy which is disclosed on the Company's website.

This policy facilitates anonymous disclosures, enabling employees and other relevant personnel to make confidential reports to the Genus Whistleblower Protection Officer or an external whistleblowing service. The Whistleblower Policy is a comprehensive document that outlines, inter alia, who qualifies for protection as a discloser, what a disclosable matter is, the steps individuals should follow should they wish to make a disclosure, what legal protections there are for disclosers, how a disclosure is investigated and factors the Company will consider.

The Policy requires reports to be made to the Board on active Whistleblower matters, and to the Board to be kept informed of any material incidents reported in accordance with the Whistleblower Policy.

Recommendation 3.4: *A listed entity should:*

- (a) *Have and disclose an anti-bribery and corruption policy; and*
- (b) *Ensure that the board or a committee of the board is informed of any material breaches of that policy.*

The Company has an Anti-Bribery and Corruption Policy, which is disclosed on the Company's website. Under the Policy, the Board is required to be informed of incidents of bribery or corruption or any material breaches of the Anti-Bribery and Corruption Policy.

This Policy is applicable to all Directors, managers, employees, contractors, suppliers and other counterparties and business associates of the Company.

Principle 4: Safeguard integrity in corporate reporting

A listed entity should have appropriate processes to verify the integrity of its corporate reports.

Recommendation 4.1: *The board of a listed entity should:*

- (a) *have an audit committee which:*
 - (1) *has a least three members, all of whom are Non Executive directors and a majority of whom are independent directors; and*
 - (2) *is chaired by an independent director, who is not the chair of the board, and disclose:*
 - (3) *the charter of the committee;*
 - (4) *the relevant qualifications and experience of the members of committee; and*
 - (5) *in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or*
- (b) *if it does not have an audit committee disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment, and removal of the external auditor and the rotation of the audit engagement partner.*

Genus has an Audit and Risk Management Committee (**ARC**) whose Charter, which is available on the Company's website, outlines the ARC's duties and responsibilities. Under the ARC Charter, the ARC must comprise of at least three members, all of whom must be non-executive directors, and with the majority and the Chair to be independent directors.

The Board appoints the members of the ARC and ensures that each member of the Audit & Risk Committee possesses the appropriate qualifications and experience with the requisite financial acumen to fulfill their roles effectively. Detailed information regarding the relevant skills and qualifications of each member of the ARC is available in the Company's 2023 Annual Report and on the Company's website.

The members of the ARC include Messrs Gavazzi (Chair), Martins, and High. Genus discloses in its annual report, at the end of each reporting period, the number of times the ARC met throughout the period and the attendance records of individual members at those meetings.

***Recommendation 4.2:** The board of a listed entity should, before it approves the entity's financial statements for a financial period, received from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operation effectively.*

The Board receives monthly reports about the financial condition and operational performance of the Company.

The ARC Charter notes that the ARC is responsible for, inter alia, the oversight of the financial reports and the results of the external audits of those reports, and the review of the annual results. This review is conducted in collaboration with the Company's management and external auditor.

The ARC Charter requires that for each financial period the Managing Director and the Chief Financial Officer (**CFO**) provide a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operation effectively (**Declaration**).

To fulfill this responsibility, the ARC assesses the processes which are in place to support external reporting, and, together with management, ensures the processes are appropriate and effective. These processes form the foundation upon which the Managing Director and CFO can confidently provide the necessary Declaration.

***Recommendation 4.3:** A listed entity should disclose its process to verify the integrity of any periodic corporate report it releases to the market that is not audited or reviewed by an external auditor.*

As part of its commitment to providing clear and accurate reporting in its reports, the Company has a Disclosure Policy under which authority is delegated to a Disclosure Committee to ensure compliance with the requirements and processes of the Disclosure Policy.

Genus has processes in place to verify the accuracy and correctness of announcements and unaudited periodic reports released to the market. All information included in the report undergoes thorough review and checks are done with each relevant department to which the information pertains. This comprehensive review involves scrutiny by key individuals, including the Managing Director, CFO, and relevant General Managers as required with source documents being checked, and the Board approving all periodic corporate reports released to the market.

Principle 5: Make timely and balanced disclosure.

A listed entity should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Recommendation 5.1: *A listed entity should have and disclose a written policy for complying with its continuous disclosure obligations under listing rule 3.1.*

The Company has a Disclosure Policy relating to complying with its continuous disclosure obligations under ASX Listing Rule 3.1, which is disclosed on the Company's website.

Recommendation 5.2: *A listed entity should ensure that its board receives copies of all material market announcements promptly after they have been made.*

The Company Secretary ensures that the Board receives copies of all market announcements promptly after they have been released to the ASX.

Recommendation 5.3: *A listed entity that gives a new and substantive investor or analyst presentation should release a copy of the presentation materials on the ASX Market Announcements Platform ahead of the presentation.*

Pursuant to paragraph 9 of the Disclosure Policy, a copy of the presentation materials must be released to ASX ahead of any new and substantive investor or analyst presentation.

Principle 6: Respect the rights of security holders

A listed entity should provide its security holders with appropriate information and facilities to allow them to exercise their rights as security holders effectively.

Recommendation 6.1: *A listed entity should provide information about itself and its governance to investors via its website.*

Information about the Company and its governance can be found on the Company's website. This includes all information disclosed to ASX, Director and management profiles, the Company's corporate directory, corporate governance information and shareholder services.

Recommendation 6.2: *A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.*

Genus strives to ensure effective and transparent communication with its investors. The Company's Shareholder Communication Policy is designed to foster effective communication and engagement with investors. The policy encourages a two-way exchange of information through various channels:

1. **Annual General Meeting (AGM):** The AGM serves as an important platform for shareholders to actively participate and engage with the Company. Shareholder involvement is strongly encouraged and facilitated during this event.
2. **Online Information:** The Company provides relevant information to security holders through the "Investor Relations" section of its website. This ensures accessibility and transparency in communicating with stakeholders. Additionally, the option for security holders to receive email communications and send emails directly to the Company and the Company's share registry is offered.
3. **Investor Relations Program:** The Company implements an investor relations program to proactively engage with investors. Public briefings are conducted, and efforts are made to provide advance notice of such events. These briefings are made widely accessible, utilising webcasting or conference calls where possible.

Recommendation 6.3: *A listed entity should disclose how it facilitates and encourages participation at meetings of security holders.*

The Company encourages security holders to actively participate in all general meetings and AGMs as set out in the Shareholder Communication Policy.

Copies of notices for AGMs and general meetings, including any accompanying explanatory information, are made available on the Company's website.

The Company allows reasonable opportunity for communication, including Q&A sessions, at the AGMs and any other general meetings held.

Online voting prior to general meetings through the Company's share registry, allowing shareholders unable to attend a general meeting to directly vote on resolutions through the appointment of a proxy, is made available. The results of voting on the items of business are disclosed to the market and posted to the Company's website after any general meeting. The Company's external auditor attends the AGM and is available to answer shareholder questions about the conduct of the audit, the preparation and content of the auditor's report, accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor.

Recommendation 6.4: *A listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands.*

In accordance with paragraph 6 of the Shareholder Communication Policy, all substantive resolutions at a meeting of security holders are decided by a poll rather than a show of hands.

Recommendation 6.5: *A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.*

Under paragraph 2 of the Shareholder Communication Policy, security holders are encouraged to register with the Company's share registry to receive company information electronically.

Principle 7: Recognise and manage risk.

A listed entity should establish a sound risk management framework and periodically review the effectiveness of that framework.

Recommendation 7.1: *The board of a listed entity should:*

- (a) *have a committee or committees to oversee risk, each of which:*
 - (1) *has at least three members, a majority of whom are independent directors; and*
 - (2) *is chaired by an independent director, and disclose:*
 - (3) *the charter of the committee;*
 - (4) *the members of the committee; and*
 - (5) *as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;*
- or*
- (b) *if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.*

The Company's ARC oversees risk and ensures compliance with relevant standards, and assists the Board to meet its oversight responsibilities in relation to a range of matters including the Company's risk management framework and procedures.. The ARC Charter available on the Company's website outlines the ARC's roles and responsibilities.

According to paragraph 2 of the ARC Charter, the ARC is required to have at least three members, all of whom are to be non-executive directors, with a majority being independent directors. Additionally, the ARC is chaired by an independent director who does not hold the position of Board Chair. This ensures a balanced and objective approach to risk management and governance.

The current members of the ARC are Messrs Gavazzi (Chair), Martins, and High.

In its Annual Report, the Company provides information on the frequency of ARC meetings throughout the reporting period, along with the individual attendance records of its members at those meetings.

Recommendation 7.2: *The board or a committee of the board should:*

- (a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound and that the entity is operating with due regard to the risk appetite set by the board; and*
- (b) disclose, in relation to each reporting period, whether such a review has taken place.*

Genus recognises that effective risk management is important to enable the Company to achieve and deliver on its objectives and for its business and operations to be continue to be successful in future years.

Genus has a risk management framework (**RMF**) based on activities and processes which are consistent with AS/NZS ISO31000:2018. Specific responsibilities are allocated to the Board, the ARC, management, and other personnel within the Company. Components of the framework include the Company's Risk Management Policy, Risk Appetite Statement, Risk Management Standard and Risk Management Procedure. The RMF is aimed at embedding risk management throughout the Company's business and operations, which involves aligning strategy, processes, people, technology, and knowledge to evaluate and address uncertainties and opportunities.

In accordance with the ARC Charter, the ARC oversees the RMF and reviews reports by management on the efficiency and effectiveness of the RMF and associated internal compliance and control procedures. The ARC reviews the RMF at least annually to satisfy itself that the RMF continues to be sound.

Responsibility for the effectiveness of the RMF lies with management, which designs, reviews, and ensures assurance of its implementation. Management develops business risk identification processes, implements appropriate risk treatment, strategies and controls, monitors the effectiveness of controls and reports on risk management capability and performance. Key stages of the project life cycle, such as project selection, tendering, start-up, and execution, receive particular attention to manage risks and realise opportunities effectively.

To ensure alignment between management's objectives and the risks identified by the Board, several mechanisms are in place. Regular updates on key risks associated with business operations are provided to the Board. The Board approves annual operating budgets and plans, and progress against budget is continually monitored. Additionally, internal audit reports are presented to the ARC.

More information on the Company's risks is set out in the Company's 2023 Annual Report.

Recommendation 7.3: *A listed entity should disclose:*

- (a) if it has an internal audit function, how the function is structured and what role it performs;*
- or*
- (b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its governance, risk management and internal control processes.*

The Company does not have an internal audit function, however it has a number of processes it uses for evaluating and continually improving the effectiveness of its governance, risk management and internal control (**GRC**) processes. These include:

- various governance policies, procedures, code of conduct, delegation of authority, and Board and Board committee charters which are reviewed and amended periodically as required;
- detailed monthly operation and project reviews by the Managing Director and management with risks considered, and improvements made to reporting requirements for enhanced effectiveness as required when identified through the reviews;
- regular reporting on safety, governance, operation matters and risks to the Board and its committees throughout the year, with improvements implemented when identified or noted; and
- detailed safety, health, environment and quality (**SHEQ**) audits are scheduled and undertaken regularly across the business and operations, with reports provided to the Board.

Recommendation 7.4: *A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.*

As set out in the Company's 2023 Annual Report, Genus is exposed to a range of economic, market, health and safety, financial, operational, commercial, environmental and social sustainability risks that could have an adverse impact on its future operational and financial performance. Genus has a risk management framework in place with internal control systems to mitigate these risks, also utilises processes such as:

- endeavouring to secure and sustain high-quality projects supported by strong financial and commercial practices;
- actively monitoring and managing financial risks through prudent financial planning, budgeting, and risk assessment processes;
- evaluating market conditions, managing currency risks, and maintaining robust financial controls and reporting mechanisms;
- employing project management methodologies to ensure timely and efficient completion of projects while maintaining high-quality standards;
- continuously evaluating project risks, employing project risk mitigation strategies, and monitoring project progress frequently and closely;
- strong internal tendering and commercial review processes aimed at ensuring relevant costs and commercial risks are identified and priced into tenders;
- utilising its established SHEQ management system aligned with the Australian standards, which encompass key aspects such as appropriate training, supervision and resources to promote a safe working environment, implementation of high-risk standards and verification processes to manage potential high-risk incidents, and regular review and audit of SHEQ processes and controls to ensure ongoing effectiveness and compliance;

- implementing a range of retention strategies for its employees including training, career development and incentives; and
- gathering data and working on understanding the sources, scope and extent of resource use, environmental emissions, and impacts to move toward identifying energy-efficient solutions and integrating environmental management into how Genus does business.

Further information about the Company's material strategic risks and how those risks are managed is set out in the Risk Management section of the Company's 2023 Annual Financial Report.

Principle 8 – Remunerate fairly and responsibly.

A listed entity should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retrain and motivate high quality senior executives and to align their interests with the creation of value for security holders and with the entity's values and risk appetite.

Recommendation 8.1: The board of a listed entity should:

- (a) *have a remuneration committee which:*
 - (1) *has at least three members, a majority of whom are independent directors; and*
 - (2) *is chaired by an independent director, and disclose:*
 - (3) *the charter of the committee;*
 - (4) *the members of the committee; and*
 - (5) *as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings;*
or
- (b) *if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.*

The Company's RNC Charter sets out the roles and responsibilities of RNC. Paragraph 2 of the RNC Charter requires that, to the extent practicable given the size and composition of the Board from time to time, the RNC should comprise a minimum of three members, a majority of whom are independent directors and be chaired by an independent director. The members of the RNC are Messrs. Martins (Chair), Gavazzi, and Riches.

The RNC Charter is disclosed on the Company's website. The Company discloses in its Annual Report the number of times the RNC met throughout the period and the individual attendances of the members at those meetings.

Recommendation 8.2: A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive directors and other senior executives.

Paragraph 2 of the Board Charter and Paragraph 4 of the RNC Charter outline the evaluation and approval process for remuneration packages for various roles within Genus.

The Board, with from the assistance of the RNC, reviews and approves remuneration packages for non-executive directors, executive directors, and other senior executives. This includes consideration of short-term and long-term incentive plans, as well as advice from external remuneration consultants if required. The remuneration of any executive director is set by the Board without the involvement of the relevant executive director in the decision-making process.

Additionally, and subject to any necessary regulatory or Shareholder approvals, directors may receive fees or other amounts as determined by the Board if they perform special duties or services outside the scope of their ordinary directorial duties. Directors can also be reimbursed for reasonable travel and other expenses incurred by them during the performance of their duties.

Non-Executive Directors receive fees for their roles as directors, with an additional standard fee if serving as a member of a standing committee of the Board. Non-Executive Directors do not participate in equity incentive schemes or receive performance-based bonuses. The maximum aggregate Directors' remuneration for the purposes of the ASX Listing Rules and the Company's Constitution is \$350,000 per annum.

Senior executives remuneration comprises of fixed salary, short-term incentives tied to performance, participation in long-term incentive equity schemes, and other benefits including superannuation, as determined by the RNC.

To align the interests of employees with the company's performance, Genus prohibits employees from entering into transactions or arrangements that limit the economic risk of their participation in remuneration schemes.

The Board takes a comprehensive approach, regularly reviewing and approving Genus' remuneration policies and practices. The objective is to attract and retain executives and directors who will create value for shareholders, while considering the appropriate remuneration for an entity of Genus' size, level of activity, and the director's time, commitment, and responsibility. This approach ensures transparency and accountability in remuneration decisions, promoting the Company's sustainable growth and success.

Recommendation 8.3: *A listed entity which has an equity-based remuneration scheme should:*

- (a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and*
- (b) disclose that policy or a summary of it.*

In accordance with section 206J of the Corporations Act, the Company strictly prohibits senior management from engaging in transactions or arrangements that would limit the economic risk associated with unvested entitlements under any equity-based remuneration schemes.

Paragraph 4 of the Company's Securities Trading Policy explicitly restricts directors and senior management, along with their associated investment vehicles and family members and certain other employees, from trading securities that could limit the economic risk of unvested security holdings or those subject to a holding lock, such as hedging arrangements. The Securities Trading Policy is available on the Company's website.

Principle 9: Additional recommendations that apply only in certain cases.

The following additional recommendations apply to the entities described within them.

Recommendation 9.1: *A listed entity with a director who does not speak the language in which board or security holder meetings are held or key corporate documents are written should disclose the processes it has in place to ensure the director understands and can contribute to the discussions at those meetings and understands and can discharge their obligations in relation to those documents.*

Not applicable to Genus.



Recommendation 9.2: *A listed entity established outside Australia should ensure that meetings of security holders are held at a reasonable place and time.*

Not applicable to Genus.

Recommendation 9.3: *A listed entity established outside Australia, and an externally managed listed entity that has an AGM, should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.*

Not applicable to Genus.